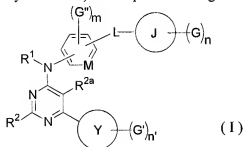


# AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the structure



wherein

$R^1$  represents H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

$R^2$  represents (C<sub>1</sub>-C<sub>3</sub>)alkyl, cyclopropyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, or  $NR^3R^4$

wherein  $R^3$  and  $R^4$  are H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

$R^{2a}$  represents H or halogen;

M represents CH or N;

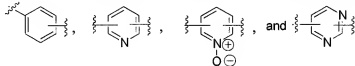
L represents a carbonyl group, O,  $NR^5$ ,  $CR^6R^7$ , or (C<sub>2</sub>-C<sub>3</sub>)alkylenyl which is optionally substituted up to twice by groups independently selected from halogen and OH;

wherein

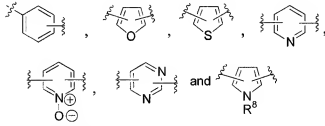
$R^5$  is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

$R^6$  and  $R^7$  are independently H, CH<sub>3</sub>, halogen, or OH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



wherein  $R^8$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

$G''$  represents a substituent selected from the group consisting of (C<sub>1</sub>-C<sub>3</sub>)alkyl, cyclopropyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, halogen, CF<sub>3</sub>, CN and CO<sub>2</sub>R<sup>9</sup>;

wherein

$R^9$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

m represents the number of substituents  $G''$ , and is 0, 1, or 2;

G represents a substituent located on ring J;  
G' represents a substituent located on ring Y;  
n represents the number of substituents G; and  
n' represents the number of substituents G' ;

n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G11, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12-G37;

and subject to the further provisos

- 4) when J is phenyl, G is other than OH or alkylthio; and when J is phenyl or pyridyl, n is 1, 2, or 3;
- 5) when J is phenyl, and G is G4 shown below, then R<sup>2</sup> is NR<sup>3</sup>R<sup>4</sup>;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;
- G3) OH ;
- G4) (C<sub>1</sub>-C<sub>5</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF<sub>3</sub> ;
- G6) NHC(O)(C<sub>1</sub>-C<sub>3</sub>)alkyl ;
- G7) NHSO<sub>2</sub>(C<sub>1</sub>-C<sub>3</sub>)alkyl ;
- G8) NR<sup>10</sup>R<sup>11</sup>, wherein  
R<sup>10</sup> and R<sup>11</sup> are independently selected from  
H,  
CH<sub>3</sub>,  
cyclopropyl,  
benzyl,  
NR<sup>12</sup>R<sup>13</sup> wherein  
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided  
that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,  
and  
(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups

independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and NR<sup>14</sup>R<sup>15</sup>, wherein

R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of formula



wherein

Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and

R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

or  
 R<sup>10</sup> and R<sup>11</sup> may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by

OH,

NR<sup>17</sup>R<sup>18</sup>, wherein

R<sup>17</sup> and R<sup>18</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

or by


(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G9) (CH<sub>2</sub>)<sub>a</sub>-NR<sup>19</sup>R<sup>20</sup> wherein

R<sup>19</sup> and R<sup>20</sup> are independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or may be joined to form a saturated 5-6-membered N-containing ring; and

the subscript "a" is an integer of 1-4;

G10)  wherein

Q' is O or NR<sup>21</sup>;

R<sup>21</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl; and

the subscript "b" is an integer of 1-3;

G11) CH<sub>2</sub>NR<sup>22</sup>(CH<sub>2</sub>)<sub>c</sub>OCH<sub>3</sub> wherein

R<sup>22</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl; and

the subscript "c" is an integer of 2-4;

G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein

R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>6</sub>)alkyl

which may optionally be substituted once by OH or

NR<sup>25</sup>R<sup>26</sup>, wherein

R<sup>25</sup> and R<sup>26</sup> independently represent H or

(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G13) CN;

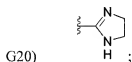
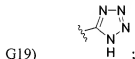
G14) NO<sub>2</sub>;

G15) cyclopropyl ;

G16)  $OR^{27}$ , wherein  
 $R^{27}$  represents phenyl or benzyl;

G17)  $S(C_1-C_3)alkyl$ ;

G18)  $CH=CH-(CH_2)_{1-3}-OR^5$ ; wherein  
 $R^5$  represents H or  $(C_1-C_3)alkyl$ ;



G21)  $C(O)NR^{28}R^{29}$ , wherein  
 $R^{28}$  and  $R^{29}$  are independently selected from  
 H,

cyclopropyl, provided that both  $R^{28}$  and  $R^{29}$  are not simultaneously  
 cyclopropyl,




, provided that this group does not constitute both  $R^{28}$   
 and  $R^{29}$  simultaneously,

and

$(C_1-C_3)alkyl$  which is optionally substituted up to two times by  
 OH;

or  
 $R^{28}$  and  $R^{29}$  may be joined to form a saturated 5-6-membered N-  
 containing ring which is optionally substituted up to two times by  
 OH, or by  $(C_1-C_3)alkyl$  which in turn is optionally substituted up  
 to two times by OH or  $O(C_1-C_3)alkyl$ ;

G22)  wherein  
 $Q''$  is O or  $NR^{30}$ , and  
 $R^{30}$  is  
 H,  
 cyclopropyl, or  
 $(C_1-C_3)alkyl$  which is optionally substituted once by  
 halogen, OH, or  $O(C_1-C_3)alkyl$ ;

- G23)  $O-(CH_2)_d-NR^{31}R^{32}$  wherein  
 $R^{31}$  and  $R^{32}$  are independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl, or  
 may be joined to form a saturated 5-6-membered  
 N-containing ring; and  
 the subscript "d" is an integer of 2-4;

- G24)  $O-(CH_2)_e-N\begin{array}{c} \diagup \\ \diagdown \end{array}Q^{'''}$  wherein  
 the subscript "e" is an integer of 2-3; and  
 $Q^{'''}$  is O or  $NR^{33}$ ; and  
 $R^{33}$  is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

- G25)  $\begin{array}{c} O \\ || \\ \text{---}C-N\begin{array}{c} \diagup \\ \diagdown \end{array}Q^{iv} \end{array}$  wherein  
 $Q^{iv}$  is O or  $NR^{34}$ ; and  
 $R^{34}$  is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

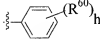
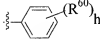


- G26)  $C(O)NR^{35}(CH_2)_fOR^{36}$  wherein  
 $R^{35}$  is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;  
 $R^{36}$  is (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted up to two times by  
 halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
 the subscript "f" is an integer of 2-4;

- G27)  $CO_2R^{37}$  wherein  
 $R^{37}$  is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

- G28) phenyl, which is optionally substituted by up to 2 groups selected from  
 halogen, (C<sub>1</sub>-C<sub>3</sub>)alkyl,  $OR^{38}$ , CN, CF<sub>3</sub>, and  $NR^{39}R^{40}$   
 wherein  
 $R^{38}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{39}$  and  $R^{40}$  represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

- G29)  $NR^{41}SO_2NR^{42}R^{43}$  wherein  
 $R^{41}$  represents H, or (C<sub>1</sub>-C<sub>4</sub>)alkyl, and  
 $R^{42}$  and  $R^{43}$  independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>3</sub>)alkyl  
 which may optionally be substituted once by -OH or  
 $NR^{44}R^{45}$ , wherein  
 $R^{44}$  and  $R^{45}$  independently represent H or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl;

- G30)  $OC(O)-CH_2-NR^{46}R^{47}$  wherein  
 $R^{46}$  and  $R^{47}$  independently represent H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
 CO<sub>2</sub>(t-butyl), provided that  $R^{46}$  and  $R^{47}$  are not both  
 simultaneously CO<sub>2</sub>(t-butyl);

- G31)  $N(R^{48})C(O)R^{49}$  wherein  
 $R^{48}$  represents H or  $(C_1-C_3)$ alkyl; and  
 $R^{49}$  represents  
 $(CH_2)_{1-3}-CO_2H$ ,  
 $O(C_2-C_4)$ alkyl,  
 $(CH_2)_{1-4}-NR^{50}R^{51}$  wherein  
 $R^{50}$  and  $R^{51}$  independently represent H or  
 $(C_1-C_3)$ alkyl, or  
 $CH(R^{52})-NR^{53}R^{54}$  wherein  
 $R^{52}$  represents  $(CH_2)_{1-4}-NH_2$ ,  $CH_2OH$ ,  
 $CH(CH_3)OH$ , or  $(C_1-C_3)$ alkyl; and  
 $R^{53}$  and  $R^{54}$  independently represent H or  
 $(C_1-C_3)$ alkyl;
- G32)  $C(O)-(C_1-C_3)$ alkyl;
- G33)  $(CH_2)_g-N(R^{55})-C(O)-R^{56}$  wherein  
 $g$  represents 1, 2, or 3;  
 $R^{55}$  represents H or  $(C_1-C_3)$ alkyl;  
 $R^{56}$  represents  
 $(C_1-C_3)$ alkyl optionally substituted up to two times by  
 $OR^{57}$  or  $NR^{58}R^{59}$ , wherein  
 $R^{57}$  represents H or  $(C_1-C_3)$ alkyl, and  
 $R^{58}$  and  $R^{59}$  each represents H or  
 $(C_1-C_3)$ alkyl,  
  
 or  $R^{56}$  represents  wherein  
 $R^{60}$  represents halogen,  $(C_1-C_3)$ alkyl,  $O(C_1-C_3)$ alkyl, CN,  
 $OH$ ,  $CF_3$ , or  $NR^{61}R^{62}$ , wherein  
 $R^{61}$  and  $R^{62}$  represent H or  $(C_1-C_3)$ alkyl; and  
 $h$  represents 0, 1, or 2;
- G34)  $(CH_2)_i-N(R^{63})-C(O)-NR^{64}R^{65}$  wherein  
 $i$  represents 1, 2, or 3;  
 $R^{63}$  represents H or  $(C_1-C_3)$ alkyl;  
 $R^{64}$  and  $R^{65}$  each represents H or  $(C_1-C_3)$ alkyl;  
 or  
 $R^{64}$  and  $R^{65}$  may be joined to form  wherein  
 $Q^V$  represents  $CH_2$ , O or  $NR^{66}$  wherein  
 $R^{66}$  represents H or  $(C_1-C_3)$ alkyl;
- G35)  $(CH_2)_j-N(R^{67})-SO_2-$   wherein

j represents 1, 2, or 3;  
 $R^{67}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{68}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G36)  $(CH_2)_k-N(R^{69})-SO_2-R^{70}$  wherein  
 k represents 1, 2, or 3;  
 $R^{69}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{70}$  represents (C<sub>1</sub>-C<sub>4</sub>)alkyl, or phenyl which is optionally  
 substituted up to perhalo by halogen or up to three times by  
 $OR^{71}$ , CN, CF<sub>3</sub>, or  $NR^{72}R^{73}$ , wherein  
 $R^{71}$  represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 $R^{72}$  and  $R^{73}$  each represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

G37)  $CH=CH-(CH_2)_{1-3}-NR^{74}R^{75}$  wherein  
 $R^{74}$  and  $R^{75}$  represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

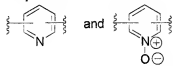
or a pharmaceutically acceptable salt, ~~solvate, solvate of a salt,~~ or stereoisomer thereof.

2. (Original) The compound of claim 1  
 wherein

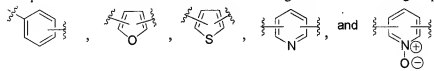
$R^1$  represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G13, G22, G29, and G31;

and subject to the further proviso


- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:


G1) halogen;

G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;

- G3) OH;
- G4) (C<sub>1</sub>-C<sub>5</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF<sub>3</sub>;
- G8) NR<sup>10</sup>R<sup>11</sup>, wherein  
R<sup>10</sup> and R<sup>11</sup> are independently selected from  
H,  
CH<sub>3</sub>,  
cyclopropyl,  
benzyl,  
NR<sup>12</sup>R<sup>13</sup>, wherein  
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided  
that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,  
and  
(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
NR<sup>14</sup>R<sup>15</sup>, wherein  
R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of  
  
formula wherein  
Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and  
R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,  
or  
R<sup>10</sup> and R<sup>11</sup> may be joined to form a saturated 5-6-membered  
N-containing ring which is optionally substituted up to two times  
by  
OH,  
NR<sup>17</sup>R<sup>18</sup>, wherein  
R<sup>17</sup> and R<sup>18</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,  
or by  
(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;
- G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein  
R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl  
which may optionally be substituted once by OH or  
NR<sup>25</sup>R<sup>26</sup>, wherein  
R<sup>25</sup> and R<sup>26</sup> independently represent H or  
(C<sub>1</sub>-C<sub>3</sub>)alkyl;



G13) CN ;




G22)  wherein  
 Q'' is O or NR<sup>30</sup>, and  
 R<sup>30</sup> is  
 H,  
 cyclopropyl, or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted once by  
 halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;

G29) NR<sup>41</sup>SO<sub>2</sub>NR<sup>42</sup>R<sup>43</sup> wherein  
 R<sup>41</sup> represents H, or (C<sub>1</sub>-C<sub>4</sub>)alkyl, and  
 R<sup>42</sup> and R<sup>43</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>3</sub>)alkyl  
 which may optionally be substituted once by -OH or  
 NR<sup>44</sup>R<sup>45</sup>, wherein  
 R<sup>44</sup> and R<sup>45</sup> independently represent H or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein  
 R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 R<sup>49</sup> represents  
 (CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
 O(C<sub>2</sub>-C<sub>4</sub>)alkyl,  
 (CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein  
 R<sup>50</sup> and R<sup>51</sup> independently represent H or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
 CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein  
 R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH,  
 CH(CH<sub>3</sub>)OH, or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 R<sup>53</sup> and R<sup>54</sup> independently represent H or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl.

3. (Original) The compound of claim 2  
 wherein  
 R<sup>1</sup> represents H;  
 R<sup>2</sup> represents O(C<sub>1</sub>-C<sub>3</sub>)alkyl or NR<sup>3</sup>R<sup>4</sup>  
 wherein R<sup>3</sup> and R<sup>4</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 R<sup>2a</sup> represents H;  
 L represents O or CR<sup>6</sup>R<sup>7</sup> wherein  
 R<sup>6</sup> and R<sup>7</sup> are independently H, CH<sub>3</sub>, or OH;  
 G'' represents a substituent selected from the group consisting of O(C<sub>1</sub>-C<sub>3</sub>)alkyl, halogen,  
 and CF<sub>3</sub>;  
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) Cl or F;
- G2) O(C<sub>1</sub>-C<sub>3</sub>)alkyl;
- G3) OH ;
- G4) (C<sub>1</sub>-C<sub>3</sub>)alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF<sub>3</sub> ;
- G8) NR<sup>10</sup>R<sup>11</sup>, wherein  
R<sup>10</sup> and R<sup>11</sup> are independently selected from  
H,  
CH<sub>3</sub>,  
cyclopropyl,  
benzyl,  
NR<sup>12</sup>R<sup>13</sup> wherein  
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided  
that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,  
and  
(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
NR<sup>14</sup>R<sup>15</sup>, wherein  
R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of  
  
formula  wherein  
Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and  
R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,
- G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein  
R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may  
optionally be substituted once by OH or NR<sup>25</sup>R<sup>26</sup>, wherein  
R<sup>25</sup> and R<sup>26</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;
- G13) CN ;
- G22)  wherein  
Q'' is O or NR<sup>30</sup>, and  
R<sup>30</sup> is H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and
- G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein  
R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

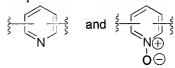
$R^{49}$  represents  
(CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
O(C<sub>2</sub>-C<sub>4</sub>)alkyl,  
(CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein  
R<sup>50</sup> and R<sup>51</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein  
R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or  
(C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
R<sup>53</sup> and R<sup>54</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

4. (Original) The compound of claim 1  
wherein

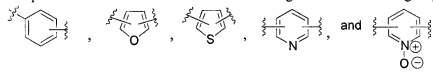
R<sup>1</sup> represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G21, G25, G26, and G31;

and subject to the further proviso



- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen;
- G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;
- G3) OH;
- G4) (C<sub>1</sub>-C<sub>5</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5)  $\text{OCF}_3$ ;

- G8)  $\text{NR}^{10}\text{R}^{11}$ , wherein  
 $\text{R}^{10}$  and  $\text{R}^{11}$  are independently selected from  
H,  
 $\text{CH}_3$ ,  
cyclopropyl,  
benzyl,  
 $\text{NR}^{12}\text{R}^{13}$ , wherein  
 $\text{R}^{12}$  and  $\text{R}^{13}$  are independently H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , provided  
that both  $\text{R}^{10}$  and  $\text{R}^{11}$  are not  $\text{NR}^{12}\text{R}^{13}$  simultaneously,  
and  
 $(\text{C}_2\text{-C}_4)\text{alkyl}$  which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl,  $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$ , and  
 $\text{NR}^{14}\text{R}^{15}$ , wherein  
 $\text{R}^{14}$  and  $\text{R}^{15}$  are independently H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ , or  
 $\text{R}^{14}$  and  $\text{R}^{15}$  can join to form a heterocycle of  
  
formula  wherein  
Q represents  $\text{CH}_2$ , O, or  $\text{NR}^{16}$ , and  
 $\text{R}^{16}$  represents H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  
or  
 $\text{R}^{10}$  and  $\text{R}^{11}$  may be joined to form a saturated 5-6-membered  
N-containing ring which is optionally substituted up to two times  
by  
OH,  
 $\text{NR}^{17}\text{R}^{18}$ , wherein  
 $\text{R}^{17}$  and  $\text{R}^{18}$  are H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ,  
or by  
 $(\text{C}_1\text{-C}_3)\text{alkyl}$  which is optionally substituted up to two times by  
halogen, OH, or  $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

- G12)  $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$  wherein  
 $\text{R}^{23}$  and  $\text{R}^{24}$  independently represent H,  $\text{CH}_3$ , or  $(\text{C}_2\text{-C}_4)\text{alkyl}$  which may  
optionally be substituted once by OH or  $\text{NR}^{25}\text{R}^{26}$ , wherein  
 $\text{R}^{25}$  and  $\text{R}^{26}$  independently represent H or  $(\text{C}_1\text{-C}_3)\text{alkyl}$ ;

- G21)  $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$ , wherein  
 $\text{R}^{28}$  and  $\text{R}^{29}$  are independently selected from  
H,  
cyclopropyl, provided that both  $\text{R}^{28}$  and  $\text{R}^{29}$  are not simultaneously  
cyclopropyl,

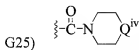


, provided that this group does not constitute both R<sup>28</sup> and R<sup>29</sup> simultaneously,

and

(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by OH;

or  
 R<sup>28</sup> and R<sup>29</sup> may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C<sub>1</sub>-C<sub>3</sub>)alkyl which in turn is optionally substituted up to two times by OH or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;



wherein

Q<sup>iv</sup> is O or NR<sup>34</sup>; and

R<sup>34</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

G26) C(O)NR<sup>35</sup>(CH<sub>2</sub>)<sub>f</sub>OR<sup>36</sup> wherein

R<sup>35</sup> is H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, or cyclopropyl;

R<sup>36</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted up to two times by halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and

the subscript "f" is an integer of 2-4; and

G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein

R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and

R<sup>49</sup> represents  
 (CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
 O(C<sub>2</sub>-C<sub>4</sub>)alkyl,

(CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein

R<sup>50</sup> and R<sup>51</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or

CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein

R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or

(C<sub>1</sub>-C<sub>3</sub>)alkyl; and

R<sup>53</sup> and R<sup>54</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

5. (Original) The compound of claim 4

wherein

R<sup>1</sup> represents H;

R<sup>2</sup> represents O(C<sub>1</sub>-C<sub>3</sub>)alkyl or NR<sup>3</sup>R<sup>4</sup>

wherein R<sup>3</sup> and R<sup>4</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

R<sup>2a</sup> represents H;

L represents O or CR<sup>6</sup>R<sup>7</sup>, wherein



R<sup>6</sup> and R<sup>7</sup> are independently H, CH<sub>3</sub>, or OH;

G" represents a substituent selected from the group consisting of O(C<sub>1</sub>-C<sub>3</sub>)alkyl, halogen, and CF<sub>3</sub>;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

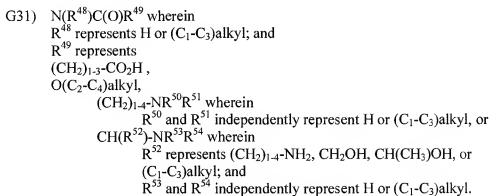
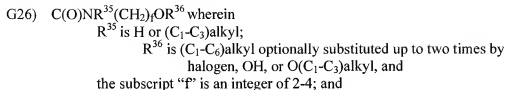
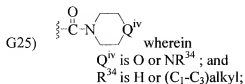
G and G' moieties are independently selected from the group consisting of:

- G1) Cl or F;
- G2) O(C<sub>1</sub>-C<sub>3</sub>)alkyl;
- G3) OH ;
- G4) (C<sub>1</sub>-C<sub>3</sub>)alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF<sub>3</sub> ;

- G8) NR<sup>10</sup>R<sup>11</sup>, wherein  
R<sup>10</sup> and R<sup>11</sup> are independently selected from  
H,  
CH<sub>3</sub>,  
cyclopropyl,  
benzyl,  
NR<sup>12</sup>R<sup>13</sup>, wherein  
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided  
that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,  
and  
(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
NR<sup>14</sup>R<sup>15</sup>, wherein  
R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of  
  
formula  wherein  
Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and  
R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,

- G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein  
R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may  
optionally be substituted once by OH or NR<sup>25</sup>R<sup>26</sup>, wherein  
R<sup>25</sup> and R<sup>26</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;

- G21) C(O)NR<sup>28</sup>R<sup>29</sup>, wherein  
R<sup>28</sup> and R<sup>29</sup> are independently selected from  
H  
and  
(C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
OH;

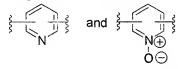


6. (Original) The compound of claim 1  
 wherein

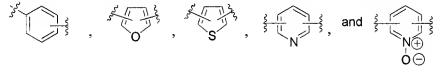
$R^1$  represents H;

M represents CH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of





Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

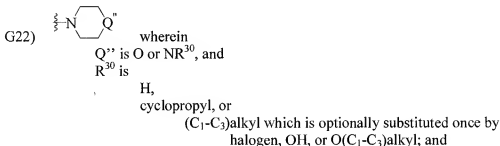
- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and

- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G22, and G31;  
and subject to the further proviso  
4) when J is pyridyl, n is 1, 2, or 3;  
and proviso 5 does not apply;  
G and G' moieties are independently selected from the group consisting of:
- G1) halogen ;
- G2) O(C<sub>1</sub>-C<sub>4</sub>)alkyl which optionally is substituted up to two times by O(C<sub>1</sub>-C<sub>2</sub>)alkyl;
- G3) OH ;
- G4) (C<sub>1</sub>-C<sub>5</sub>)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF<sub>3</sub> ;
- G8) NR<sup>10</sup>R<sup>11</sup>, wherein  
R<sup>10</sup> and R<sup>11</sup> are independently selected from  
H,  
CH<sub>3</sub>,  
cyclopropyl,  
benzyl,  
NR<sup>12</sup>R<sup>13</sup> wherein  
R<sup>12</sup> and R<sup>13</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, provided  
that both R<sup>10</sup> and R<sup>11</sup> are not NR<sup>12</sup>R<sup>13</sup> simultaneously,  
and  
(C<sub>2</sub>-C<sub>4</sub>)alkyl which is optionally substituted up to three times by  
halogen, and up to two times by substituent groups  
independently selected from hydroxyl, O(C<sub>1</sub>-C<sub>3</sub>)alkyl, and  
NR<sup>14</sup>R<sup>15</sup>, wherein  
R<sup>14</sup> and R<sup>15</sup> are independently H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
R<sup>14</sup> and R<sup>15</sup> can join to form a heterocycle of  
  
formula  wherein  
Q represents CH<sub>2</sub>, O, or NR<sup>16</sup>, and  
R<sup>16</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,  
or  
R<sup>10</sup> and R<sup>11</sup> may be joined to form a saturated 5-6-membered  
N-containing ring which is optionally substituted up to two times  
by  
OH  
NR<sup>17</sup>R<sup>18</sup>, wherein  
R<sup>17</sup> and R<sup>18</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl,



or by  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl which is optionally substituted up to two times by  
 halogen, OH, or O(C<sub>1</sub>-C<sub>3</sub>)alkyl;


- G12) OSO<sub>2</sub>NR<sup>23</sup>R<sup>24</sup> wherein  
 R<sup>23</sup> and R<sup>24</sup> independently represent H, CH<sub>3</sub>, or (C<sub>2</sub>-C<sub>4</sub>)alkyl which may  
 optionally be substituted once by OH or NR<sup>25</sup>R<sup>26</sup>, wherein  
 R<sup>25</sup> and R<sup>26</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;




- G31) N(R<sup>48</sup>)C(O)R<sup>49</sup> wherein  
 R<sup>48</sup> represents H or (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 R<sup>49</sup> represents  
 (CH<sub>2</sub>)<sub>1-3</sub>-CO<sub>2</sub>H,  
 O(C<sub>2</sub>-C<sub>4</sub>)alkyl,  
 (CH<sub>2</sub>)<sub>1-4</sub>-NR<sup>50</sup>R<sup>51</sup> wherein  
 R<sup>50</sup> and R<sup>51</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl, or  
 CH(R<sup>52</sup>)-NR<sup>53</sup>R<sup>54</sup> wherein  
 R<sup>52</sup> represents (CH<sub>2</sub>)<sub>1-4</sub>-NH<sub>2</sub>, CH<sub>2</sub>OH, CH(CH<sub>3</sub>)OH, or  
 (C<sub>1</sub>-C<sub>3</sub>)alkyl; and  
 R<sup>53</sup> and R<sup>54</sup> independently represent H or (C<sub>1</sub>-C<sub>3</sub>)alkyl.

7. (Original) The compound of claim 6  
 wherein  
 R<sup>1</sup> represents H;  
 R<sup>2</sup> represents O(C<sub>1</sub>-C<sub>3</sub>)alkyl, or NR<sup>3</sup>R<sup>4</sup>  
 wherein R<sup>3</sup> and R<sup>4</sup> are H or (C<sub>1</sub>-C<sub>3</sub>)alkyl;  
 R<sup>2a</sup> represents H;  
 L represents O or CR<sup>6</sup>R<sup>7</sup>, wherein  
 R<sup>6</sup> and R<sup>7</sup> are independently H, CH<sub>3</sub>, or OH;  
 G'' represents a substituent selected from the group consisting of O(C<sub>1</sub>-C<sub>3</sub>)alkyl, halogen,  
 and CF<sub>3</sub>;  
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;  
 G and G' moieties are independently selected from the group consisting of:  
 G1) Cl or F;

- G2)  $O(C_1-C_3)\text{alkyl}$ ;
- G3)  $OH$  ;
- G4)  $(C_1-C_3)\text{alkyl}$ , which is optionally substituted up to three times by halogen;
- G5)  $OCF_3$ ;

- G8)  $NR^{10}R^{11}$ , wherein  
 $R^{10}$  and  $R^{11}$  are independently selected from  
 $H$ ,  
 $CH_3$ ,  
 cyclopropyl,  
 benzyl,  
 $NR^{12}R^{13}$  wherein  
 $R^{12}$  and  $R^{13}$  are independently  $H$  or  $(C_1-C_3)\text{alkyl}$ , provided  
 that both  $R^{10}$  and  $R^{11}$  are not  $NR^{12}R^{13}$  simultaneously,  
 and  
 $(C_2-C_4)\text{alkyl}$  which is optionally substituted up to three times by  
 halogen, and up to two times by substituent groups  
 independently selected from hydroxyl,  $O(C_1-C_3)\text{alkyl}$ , and  
 $NR^{14}R^{15}$ , wherein  
 $R^{14}$  and  $R^{15}$  are independently  $H$  or  $(C_1-C_3)\text{alkyl}$ , or  
 $R^{14}$  and  $R^{15}$  can join to form a heterocycle of  
 formula  wherein  
 $Q$  represents  $CH_2$ ,  $O$ , or  $NR^{16}$ , and  
 $R^{16}$  represents  $H$  or  $(C_1-C_3)\text{alkyl}$ ;

- G12)  $OSO_2NR^{23}R^{24}$  wherein  
 $R^{23}$  and  $R^{24}$  independently represent  $H$ ,  $CH_3$ , or  $(C_2-C_4)\text{alkyl}$  which may  
 optionally be substituted once by  $OH$  or  $NR^{25}R^{26}$ , wherein  
 $R^{25}$  and  $R^{26}$  independently represent  $H$  or  $(C_1-C_3)\text{alkyl}$ ;

- G22)  wherein  
 $Q''$  is  $O$  or  $NR^{30}$ , and  
 $R^{30}$  is  $H$  or  $(C_1-C_3)\text{alkyl}$ ; and

- G31)  $N(R^{48})C(O)R^{49}$  wherein  
 $R^{48}$  represents  $H$  or  $(C_1-C_3)\text{alkyl}$ ; and  
 $R^{49}$  represents  
 $(CH_2)_{1-3}-CO_2H$ ,  
 $O(C_2-C_4)\text{alkyl}$ ,  
 $(CH_2)_{1-4}-NR^{50}R^{51}$  wherein

$R^{50}$  and  $R^{51}$  independently represent H or  $(C_1-C_3)$ alkyl, or  
 $CH(R^{52})-NR^{53}R^{54}$  wherein  
 $R^{52}$  represents  $(CH_2)_{1-4}-NH_2$ ,  $CH_2OH$ ,  $CH(CH_3)OH$ , or  
 $(C_1-C_3)$ alkyl; and  
 $R^{53}$  and  $R^{54}$  independently represent H or  $(C_1-C_3)$ alkyl.

8. (Original) A compound selected from the group consisting of  
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}-*N*-methylpyridine-2-carboxamide;  
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carboxamide;  
4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carbonitrile;  
6-phenyl-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;  
*N*<sup>4</sup>-(4-{[2-(chloropyridin-4-yl)oxy]phenyl})-6-phenylpyrimidine-2,4-diamine;  
4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl sulfamate;  
*N*-(4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl)glycinamide trifluoroacetate;  
6-(4-aminophenyl)-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;  
6-(6-aminopyridin-3-yl)-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;  
6-pyridin-3-yl-*N*<sup>4</sup>-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;  
*N*-[(4-{4-{(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]-4-methoxybenzenesulfonamide trifluoroacetate;  
*N*-[(4-{4-{(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]methanesulfonamide trifluoroacetate;  
and  
(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methanol trifluoroacetate (salt).
9. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.
10. (Original) A method of treatment for a hyperproliferative disorder comprising administering an effective amount of a compound of claim 1 to a subject in need thereof.
11. (Original) The method of claim 10 wherein said hyperproliferative disorder is cancer.